

RECORDATION NO. 28340 FILED

JAN 06 '10

9-00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8214 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
(on behalf of ACF Industries LLC)
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Westlake Chemical Corp.
2801 Post Oak Blvd.
Houston, TX 77056

Section Chief
January 6, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

49 railcars within the series ACFX 038598 - ACFX 041893 and ACFX 064761 - ACFX 068195 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal flourish.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Westlake Chemicals Corp., a Delaware Corporation ("Lessee").

ACF Industries LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

RECORDATION NO. 28340 FILED

JAN 06 '10

9-00 AM

SURFACE TRANSPORTATION BOARD

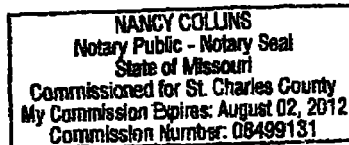
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Westlake Chemical Corp.

Contract 3-8214 rider 1 dated 11/23/04

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	038598
	Hopper	ACFX	038616
	Hopper	ACFX	038677
	Hopper	ACFX	038776
	Hopper	ACFX	038777
	Hopper	ACFX	038784
	Hopper	ACFX	039328
	Hopper	ACFX	039348
	Hopper	ACFX	039355
	Hopper	ACFX	039357
	Hopper	ACFX	039402
	Hopper	ACFX	039410
	Hopper	ACFX	039423
	Hopper	ACFX	039441
	Hopper	ACFX	039443
	Hopper	ACFX	039451
	Hopper	ACFX	040302
	Hopper	ACFX	040306
	Hopper	ACFX	040307
	Hopper	ACFX	040311
	Hopper	ACFX	040315
	Hopper	ACFX	040319
	Hopper	ACFX	040320
	Hopper	ACFX	040327
	Hopper	ACFX	040330
	Hopper	ACFX	040335
	Hopper	ACFX	040346
	Hopper	ACFX	040347
	Hopper	ACFX	040349
	Hopper	ACFX	040351
	Hopper	ACFX	040364
	Hopper	ACFX	040370
	Hopper	ACFX	040373
	Hopper	ACFX	040376

Schedule A

Equipment

Westlake Chemical Corp.

Contract 3-8214 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	040389
	Hopper	ACFX	041086
	Hopper	ACFX	041101
	Hopper	ACFX	041609
	Hopper	ACFX	041612
	Hopper	ACFX	041881
	Hopper	ACFX	041891
	Hopper	ACFX	041893
	Hopper	ACFX	064761
	Hopper	ACFX	064847
	Hopper	ACFX	064995
	Hopper	ACFX	065250
	Hopper	ACFX	066049
	Hopper	ACFX	068116
	Hopper	ACFX	068195

49